
Table of Contents**Power & Digital Infrastructure Acquisition Corp.****NOTICE OF THE SPECIAL MEETING
OF STOCKHOLDERS TO BE HELD ON JANUARY 19, 2022**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders (the “Special Meeting”) of Power & Digital Infrastructure Acquisition Corp., a Delaware corporation (“XPDI”), will be held virtually, conducted via live audio webcast at <https://www.cstproxy.com/xpdispac/2022>, at 9:00 a.m. Central Time, on January 19, 2022. You will need the control number that is printed on your proxy card to enter the Special Meeting. XPDI recommends that you log in at least 15 minutes before the Special Meeting to ensure you are logged in when the meeting starts. Please note that you will not be able to attend the Special Meeting in person. You are cordially invited to attend the Special Meeting for the following purposes:

1. *The Business Combination Proposal* — To consider and vote upon a proposal to approve the Agreement and Plan of Merger and Reorganization, dated as of July 20, 2021 (as amended on October 1, 2021, and as it may be further amended and/or restated from time to time, the “merger agreement”), by and among XPDI, XPDI Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of XPDI, and Core Scientific Holding Co., a Delaware corporation (“Core Scientific”), and the transactions contemplated thereby (collectively, the “merger”). Copies of the merger agreement, the First Amendment to Agreement and Plan of Merger and Reorganization, dated as of October 1, 2021, the Second Amendment to Agreement and Plan of Merger and Reorganization, dated as of December 29, 2021, are attached to the accompanying proxy statement/prospectus as Annex A, Annex B, and Annex K respectively (Proposal No. 1);
2. *The Charter Proposal* — To consider and vote upon a proposal to adopt the proposed second amended and restated certificate of incorporation (the “Proposed Charter”) in the form attached to the accompanying proxy statement/prospectus as Annex C and the proposed second amended and restated bylaws (the “Proposed Bylaws”) in the form attached to the accompanying proxy statement/prospectus as Annex D, of XPDI after the merger (referred to herein as “New Core”) (Proposal No. 2);
3. *The Governance Proposals* — To consider and vote upon, on a non-binding advisory basis, certain governance provisions in the Proposed Charter, presented separately in accordance with the requirements of the Securities and Exchange Commission (“SEC”):
 - A. To increase the total number of shares of all classes of authorized capital stock from (i) 551,000,000, consisting of (a) 550,000,000 shares of common stock, including (1) 500,000,000 shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), and (2) 50,000,000 shares of Class B common stock, par value \$0.0001 per share (the “Class B Common Stock” and, together with the Class A Common Stock, the “XPDI common stock”), and (b) 1,000,000 shares of preferred stock, par value \$0.0001 per share, to (ii) 12,000,000,000, consisting of (A) 10,000,000,000 shares of common stock, par value \$0.0001 per share, and (B) 2,000,000,000 shares of preferred stock, par value \$0.0001 per share (Proposal No. 3A);
 - B. To provide that any amendment to the Proposed Bylaws will require the approval of either New Core’s board of directors or the holders of at least 66 2/3% of the voting power of New Core’s then-outstanding shares of capital stock entitled to vote generally in an election of directors, voting together as a single class (Proposal No. 3B);
 - C. To provide that any amendment to certain provisions of the Proposed Charter will require the approval of the holders of at least 66 2/3% of the voting power of New Core’s then-outstanding shares of capital stock entitled to vote generally in an election of directors, voting together as a single class (Proposal No. 3C);
4. *The Nasdaq Proposal* — To consider and vote upon a proposal to approve, for purposes of complying with applicable listing rules of the Nasdaq: (i) the issuance of shares of New Core common stock pursuant to the merger agreement and (ii) the related change of control of XPDI that will occur in connection with consummation of the merger and the other transactions contemplated by the merger agreement (Proposal No. 4);